

Exhibit D

**Attachment to Proof of Claim of United States of America
in In re Lakehills Consulting, L.P., Case No. 09-34049 (Bankr. S.D. Tex.)**

Name and Address of Creditor:

United States of America
United States Department of Justice

J. CHRISTOPHER KOHN
TRACY J. WHITAKER
LLOYD H. RANDOLPH
JENNIFER CHORPENING

Civil Division
U.S. Department of Justice
P.O. Box 875
Ben Franklin Station
Washington, D.C. 20044-0875

Attorneys for the United States
Telephone numbers: (202) 307-0356 (Lloyd H. Randolph)
(202) 514-8112 (Jennifer Chorpeneing)

ITEM 2 Basis for Claim:

Debtor, as successor to Analytical Computer Services ("ACS"), is liable for civil, monetary, and administrative claims under the False Claims Act, 31 U.S.C. §§ 3729-3733, for submitting, or causing to be submitted, false or fraudulent claims, or otherwise violating the False Claims Act ("FCA"); the Program Fraud Civil Remedies Act, 31 U.S.C. §§ 3801-3812; rules of the Federal Communications Commission ("FCC") detailed in the immediately following paragraph; and/or common law doctrines of payment by mistake, unjust enrichment, or fraud; and/or equity. Single damages under the FCA are subject to trebling.

FCC rules require the Universal Service Administrative Company ("USAC") to rescind funding commitments in whole or part, and to recover funds when USAC learns that funding commitments and/or disbursements of funds were inconsistent with program rules. *See* Federal-State Joint Board on Universal Service, *Changes to the Board of Directors for the National Exchange Carrier Association, Inc., Schools and Libraries Universal Service Support Mechanism*, Order on Reconsideration and Fourth Report and Order, CC Docket Nos. 96-45, 97-21, 02-6, 19 FCC Rcd 15252 (2004); *Changes to the Board of Directors of the National*

Exchange Carrier Association, CC Docket Nos. 97-21, 96-45, FCC 00-350 15 FCC Rcd 22975 (2000); *Changes to the Board of Directors of the National Exchange Carrier Association*, CC Docket Nos. 97-21, 96-45, FCC 99-291, 1999 WL 809695 (F.C.C.) (1999). In particular, FCC rules require USAC to “recover the full amount disbursed for any funding requests in which the beneficiary failed to comply with the Commission’s competitive bidding requirements as set forth in section 54.504 and 54.511 of [the FCC’s] rules and amplified in related Commission orders.” *Schools and Libraries Universal Service Support Mechanism*, CC Docket No. 02-6, Fifth Report and Order and Order, 19 FCC Rcd 15808, 21 (2004).

In addition, the United States is entitled to a civil penalty of \$5,500 to \$11,000 for each false claim or false statement submitted after September 29, 1999. 31 U.S.C. §§ 3729(a). Such civil penalties are as yet undetermined.

In response to requests for proposals, Debtor, its predecessor ACS, and its joint venture partners provided networking and cabling equipment and services to the Dallas Independent School District (“DISD”) and Houston Independent School District (“HISD”). See, e.g., Excerpt from HISD Request for Proposals, Project 03-11-03 (“No gratuities of any kind will be accepted including meals, gifts, or tips.”) (attached as Ex. 1); Nov. 12, 2003 ACS Proposal to HISD for Project No. 03-11-03 (attached as Ex. 2); Nov. 12, 2003 ACS Proposal to HISD for Project No. 03-11-05 (attached as Ex. 3). Debtor, through its predecessor ACS, and its joint venture partners caused false and fraudulent claims to be submitted to USAC for reimbursement from the E-Rate Program of the Universal Service Fund (“USF”) administered by USAC for the FCC. More particularly, Debtor, through its predecessor ACS, and its joint venture partners provided extensive gratuities, including expensive meals, tickets to sporting events, monetary loans, and trips to Las Vegas and Miami to school district personnel in charge of technology purchasing at DISD and HISD to influence those personnel. See Indictment, *United States v. Bohuchot*, 07-cr-00167-L (N.D. Tex. May 22, 2007) (attached as Ex. 4 and incorporated herein by reference); Excerpts of Sworn Testimony of Steve Kim, Civil Investigative Demand, 07-15 (Oct. 24, 2007) (attached as Ex. 5 and incorporated herein by reference); Excerpts of Oral Deposition of Larry Lehmann, Civil Investigative Demand, 08-04 (Nov. 19, 2008) (attached as Ex. 6 and incorporated herein by reference). The gratuities described in the preceding sentence violated both the policies of HISD and DISD and applicable FCC regulations; the co-owner and president of ACS’s joint venture partner and DISD’s chief technology officer were convicted of various charges, including bribery and defrauding a federal program. *United States v. Bohuchot*, 07-cr-00167-L (N.D. Tex. July 8, 2008), *appeals pending* (5th Cir.) (Nos. 08-11090 and 08-11112). With HISD’s consent, ACS assigned its contracts with HISD to Debtor. See Feb. 5, 2007 Consent to Assignment of Contracts (attached as Ex. 7). Upon information and belief, the Department of Justice believes that one or more of the Debtor and its joint venture partners may be liable for all or part of this claim.

ITEM 6 Total Amount of Claim and Credits:

The United States’ claim is for not less than \$225,182,370. This amount equals the sum paid ACS under its contracts with HISD, trebled under the FCA. In addition to this amount, the United States is entitled to civil penalties of an amount remaining to be calculated.

UNITED STATES BANKRUPTCY COURT Southern District of Texas		PROOF OF CLAIM
Name of Debtor: Lakehills Consulting, L.P.		Case Number: 09-34049
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property): United States of America, United States Department of Justice		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____
Name and address where notices should be sent: Lloyd H. Randolph, Civil Division, U.S. Department of Justice, P.O. Box 875, Ben Franklin Station, Washington, D.C. 20044-0875		
Telephone number: (202) 307-0356		
Name and address where payment should be sent (if different from above): Telephone number:		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed: \$ <u>225,182,370.00</u>		
If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. Specify the priority of the claim. <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier – 11 U.S.C. §507 (a)(4). <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5). <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. §507 (a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. §507 (a)(8). <input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. §507 (a)(). Amount entitled to priority: \$ _____
2. Basis for Claim: <u>See Attached</u> (See instruction #2 on reverse side.)		
3. Last four digits of any number by which creditor identifies debtor: _____ 3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: Value of Property: \$ _____ Annual Interest Rate: % _____ Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.		
7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:		*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.
Date: 12/02/2009 Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. Jennifer Chorpene, Trial Attorney, U.S. Department of Justice		
FOR COURT USE ONLY		



REQUEST FOR PROPOSALS
FOR
NETWORK DEVELOPMENT- &
SERVERS, DESKTOP COMPUTERS, PRINTERS
AND RELATED PERIPHERAL DEVICES

Project Number - 03-11-03
Opening Date - November 12, 2003

Houston Independent School District

**Houston Independent School District
RFP / Opening – November 12, 2003
General Conditions and Specifications
Request for Proposal – Network Development & Servers
Desktop Computers, Printers & Related Peripheral Devices
Project 03-11-03**

The District has implemented PROCARDS to meet the current decentralization initiative goals. The District recognizes that there are a number of other advantages that PROCARDS produce. One advantage is to reduce supplier costs related to small dollar transactions. With PROCARD use the supplier can reduce their invoicing and carrying costs related to District business. Additionally, suppliers who utilize PROCARD transactions have a positive impact on their company's cash flow.

3.6 SUPPLIER CONDUCT

No gratuities of any kind will be accepted including meals, gifts, or tips. Violation of these conditions will subject the supplier to immediate disqualification from the proposal process.

The District has published A Declaration of Beliefs and Visions as well as the HISD Strategic Intent, Goals, and Core Values (Attachment A). This publication presents the core ideology of the District and outlines the direction of the District and the expectation the District holds for all employees, students and individuals who are associated with the District.

This philosophy was re-affirmed by the Board of Education in 2001. The established goals of the District are: (1) Increase Student Achievement; (2) Increase Management Efficiency; (3) Improve Public Support and confidence in Schools; (4) Create a Positive District Culture; (5) Provide Facilities-to-Standard Program.

The underlying core values to achieve the goals are:

- Safety Above All Else
- Student Learning is the Main Thing
- Focus on Results and Excellence
- Parents are Partners
- Common Decency

All proposes must be familiar with the District's Beliefs and Visions and both ready and able to assist the District in achieving its goals. This joint commitment is essential in establishing a successful supplier relationship with the District and all Suppliers are expected to comply with all applicable points. Suppliers who are not following the District's core values are jeopardizing their current and future relationship with the District.

Additionally, proposers are requested to include any suggestions in their response that would assist the District in achieving these goals.

**Exhibit 2 To Attachment to Proof of Claim of United States of America
in In re Lakehills Consulting, L.P., Case No. 09-34049 (Bankr. S.D. Tex.)**

**RFP/Network Development- & Servers, Desktop Computers,
Printers and Related Peripheral Devices**

Houston Independent School District

Project No. 03-11-03

Proposal of

Analytical Computer Services and Micro Systems Enterprises

At

**11500 Northwest Freeway
Suite 320
Houston, Texas 77092**

**(713) 681-0039
(281) 983-9955**

November 12, 2003

ORIGINAL

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November 12, 2003

Mr. Ken Phillips
Procurement Services
3830 Richmond Avenue
Houston, Texas 77027-5838

Dear Mr. Phillips,

Analytical Computer Services and Micro Systems Enterprises (ACS & MSE) are pleased to respond to the Houston Independent School District's (HISD) RFP for Network Development- & Servers, Desktop Computers, Printers and Related Peripheral Devices (Project number 03-11-03).

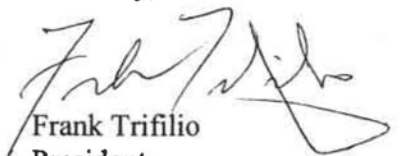
ACS & MSE have teamed with a number of the vendors and individuals who have provided Network Hardware, Workstations, Printers and Peripherals to HISD for the last five years. Company profiles follow.


To ensure the quality of service being provided, members of our staff will be at the HISD Administration office daily. Staff will also be available by Mobile Phone, Two Way Radio\Pager, and at home 24 hours per day, 7 days a week.

If you require any additional information, please feel free to contact us at 713-681-0039 (ACS) or 281-983-9955 (MSE).

Thank you.

Sincerely,


Frank Trifilio
President
Analytical Computer Services


Frankie Wong
President
Micro Systems Enterprises

Profile

ANALYTICAL COMPUTER SERVICES AND MICRO SYSTEMS ENTERPRISES

Analytical Computer Services and Micro Systems Enterprises ("ACS & MSE") have teamed with other premier service providers to fulfill a school district's needs. Many school districts are not being allowed to fully pursue E-rate funds as they do not have the infrastructure to perform the actions and submit the forms required to maximize their potential. Smaller school districts are overlooked by large consulting practices that focus their attention toward larger school districts and maximizing E-rate funding for those schools, which is often tens of millions of dollars.

Analytical Computer Services and Micro Systems Enterprises, together with Lakehills ISC, LLC, U. S. Tech, Data Projections, Inc., and Anixter, Inc. have teamed to provide a superior offering to the Houston Independent School District and other districts that may use this contract.

Members of the ACS & MSE team comprise the list of vendors that have fulfilled E-rate projects for the fourth largest school district in the nation. However, the focus of ACS & MSE is to provide large and small school districts an opportunity to enhance the value of product and services received through E-rate by minimizing administrative and fee expenses the schools have to pay to benefit from the E-rate program.

ACS & MSE members have been involved with E-rate since the program's inception. We have a track record of providing the school districts the lowest possible costs and providing the school districts more products and services from program funds. The ACS & MSE team is dedicated to the proposition of improving the technology tools available to the teachers and students. The ACS & MSE team members have developed a depth of technical personnel to deliver the products and services needed and technical support required to keep the equipment in good working order so it is available for its intended use.

You understand the importance of using technology to inspire and improve learning. ACS & MSE understand your commitment to education and we have been committed to helping you utilize technology and the internet to link your schools to your community and beyond to provide teachers, parents and students the information they need to ensure every student is given the opportunity to succeed.

There has been increased attention on student performance and demand for educational accountability. Public schools need to leverage all resources. Administrators realize information technology is an underutilized tool and must become available to improve student achievement and drive administrative efficiency. However, as there is an increase

in your technology utilization, a management task becomes eminent. You need to ensure you are focusing teaching resources on teaching rather than managing technology. The focus of public education is to educate.

ACS & MSE have teamed to provide affordable, innovative technology with IT services. We represent a strategic partnership with the purpose to enable you to remain concentrated in managing education, not technology. Our commitment is to quality in education programs and providing support for using technology to improve student learning and creating a better connection between each student's home and their school.

We are ready to start helping you today to with your E-Rate related projects and to execute solutions designed specifically for you.

Innovative Products

As professional services companies, ACS & MSE offer a comprehensive line of products, which is not restricted to a single manufacturer or biased by brand names. ACS & MSE are committed to identifying and implementing the most efficient equipment that will support the ability for you to improve your skills and use of technology.

IT Services

ACS & MSE can be your local, single point of contact for all your IT Services needs. ACS & MSE have the capability to provide your school district with sole source accountability. We offer a complete range of services including E-rate application assistance, project management, product delivery, cabling, network solutions, systems integration and continuing service.

References and Company information follows:

Analytical Computer Services (ACS)

Frank Trifilio founded Analytical Computer Services (ACS) in 1988 to provide customized service solutions for the personal computers and peripherals that were rapidly appearing in every U.S. Corporation. The level of service was so high, customers asked ACS to not only service their computers, but to provide them as well. Today, Frank leads a group of over 150 services, sales and support professionals, with offices in Dallas, Austin, and Houston. Although the company has achieved annual revenues of tens of millions of dollars, the guiding directive of the organization is still based on Frank's concept of unparalleled services.

ACS customers have included:

Houston ISD – ACS has provided over 15,000 workstations and 1,000 plus servers, installing software and integrating hardware from multiple manufacturers, providing warranty and non-warranty service as well as 4-hour server response.
Pasadena –ACS has provided over 5,000 workstations and servers as well as on-site

warranty and non-warranty support for PC's, servers, printers and networking equipment.

Houston Police Department – ACS provides maintenance of 1500 notebook computers which are used in all police cars, as well as service on all their servers and workstations.

Department of Information Resources (DIR)- ACS has been one of DIR's top vendors for the last 8 years providing thousands of technology products through our current contracts.

ACS has been the #1 Compaq/HP Education Partner for 5 consecutive years. ACS is a certified HP Enterprise Authorized Reseller and Service provider with accredited Master System Engineers and HP certified Storage Area Network Architects.

ACS's technical qualifications include:

- Microsoft Certified Professionals
- Microsoft Certified System Engineers
- Hewlett-Packard Authorized Service Provider
- Hewlett-Packard Printer Repair Center
- Cisco Certified Network Associates
- Cisco Certified Design Associates
- Citrix Certified Administrators
- Epson Certified Technicians
- Lexmark Certified Technicians
- Novell Certified Engineers

ACS product catalog includes equipment from manufactures such as Hewlett Packard, IBM, Toshiba, Lexmark, Epson, Xerox, Infocus, APC, Tripp Lite, Tektronics, Veritas, as well as many others.

ACS is certified with the State of Texas as a Historically Under-Utilized Business (H.U.B), with the North Central Texas Regional Certification Agency (N.C.T.R.C.A.) and the City of Houston.

Inc. Magazine ranked Analytical Computer Services in 1998 and 1999 in the "Inc. 500 America's Fastest Growing Private Companies"

Analytical Computer Services has been named on of "Houston's 100 Fastest Growing Companies" by the Houston Business Journal for six consecutive years.

Hispanic Business named Analytical Computer Services one of the "500 Largest Hispanic Owned Companies".

Micro Systems Enterprise (MSE)

Micro System Enterprise (MSE) was founded in 1987 to provide leading-edge technology solutions to clients within the educational sector, Sixteen years of experience in the computer service industry has given MSE the expertise to blend a strong relationship with the both purchasing and deployment services.

MSE qualifications and certifications include:

IBM Business Solutions Partner	IBM Authorized Warranty Partner
Compaq Education Partner	Compaq Enterprise Solutions Provider
Compaq Master ASE	Microsoft Solutions Provider
Microsoft Educational Provider	Vinca Certified
Novell Gold Partner	Cisco Solutions Provider
CheckPoint Firewall Solutions	HP Certified

Customer Support

MSE offers highly trained technicians and certified engineers as a diverse group of experts offering a wide array of skills necessary to keep clients attuned to current technological updates and how they will in turn affect the Districts. The MSE synergistic approach for software/hardware resolutions has proven successful by providing the total turkey solution.

Custom Configuration

MSE maintains facilities to deploy custom and unique configurations. The local MSE configuration facility has approximately 15,000 sq ft to space specifically designed to support staging and imaging processing of this magnitude. The Build to Order (BTO) process also includes assembly, testing, 24-hour burn in and homogenous quality assurance. This quality assurance policy protects your investment of new technology being deployed today with current systems already on line.

Warranty Support

MSE has provided service programs that exceeded the manufacturer's warranty to clients for the past sixteen years. MSE PREMIER services program will provide a resident certified technician on call. MSE will also provide and implement a readiness spare parts program. This service delivers unequalled convenience on parts management and access by placing a customized inventory of spare parts, which provide the best service response time available. MSE will also include a loaner program package for selected products to be used within the District.

Education customers of MSE included:

Houston ISD – MSE is a provider of Compaq hardware, service and support for the District.

Fort Bend ISD – MSE is the sole provider of Compaq hardware, services, cabling and support for the district. MSE is currently involved in a 3,000 PC deployment project to be completed within a 60 day period.

Dallas ISD – MSE is the sole provider of PC hardware, service and support for the district. During the year of 2001, MSE deployed and installed over 10,000 computer systems for Dallas ISD.

Galena Park ISD – MSE provides IBM hardware systems, service and support for the district.

Lakehills ISC, LLC

Lakehills Consulting (Lakehills ISC) was founded by Kevin Killebrew to provide Business to Business consulting services focusing on Information Technology acquisitions in the public sector. In 1998 Lakehills began offering products and services to State and Local government agencies paying particular attention to the K-12 Education market. Focusing primarily on computer accessories, networking products, and hard to find items, our goal was to provide our customers with in-depth technical pre and post sales assistance, a competitive price, and an easy method of purchase.

This strategy has won Lakehills a loyal group of K-12 customers, and it now counts its annual sales volume in the millions since 1998.

Lakehills customers include:

Houston ISD – Lakehills has provided Ethernet switching and power protection devices for over 300 campuses and district offices

Mesquite ISD, Richardson ISD, Spring Branch ISD

Region IV, X, XI, XIII Education Service Centers

Other services and value-added benefits of Lakehills include, but are not limited to, the following:

The largest HP Procurve Networking Resellers in the US

A 3000 square foot receiving, configuration, and warranty service warehouse located in Houston

In addition to HP, Lakehills product lines include equipment from manufactures such as Compaq, Cisco, Toshiba, Sony, 3Com, Checkpoint Firewalls, Olympus, Microboards, Infocus, and many others.

Lakehills is a State of Texas QISV reseller

US Tech

U.S. Tech began selling computers and computer related equipment in 1983. Wen Lee Huang, president of U.S. Tech, holds a Master's Degree in Computer Science and is a former instructor at Lamar University. Mrs. Huang's leadership ability, knowledge of technology and commitment to service has led U.S. Tech to become one of the largest independent computer peripheral resellers to educational and state/local government agencies throughout the State of Texas.

U.S. Tech is committed to providing the highest quality products and services to our customers. This simple strategy has given U.S. Tech a loyal following of K-12 customers. U.S. Tech has been a hardware and service provider to Houston ISD, Spring Branch ISD, Pasadena ISD and many other districts since 1986.

U.S. Tech is certified with the State of Texas as a Historically Under-Utilized Business (HUB) Vendor, with the Houston Minority Business Council (HMBC), and Houston Independent School District WMBE.

Data Projections, Inc.

Data Projections is a privately held company that provides solutions for more effective meetings, presentations and classroom instruction. Headquartered in Houston, Texas and founded in 1987, Data Projections has evolved into a full-service company with a complete range of presentation products and services. In addition to an extensive product line, the company supports product sales with valuable services such as installation and system design, presentation skills coaching, creative design, equipment rentals, accessories, and service programs for equipment repair and support.

Since its early days, Data Projections has recognized the importance of visual communication tools in educational settings. Today, the company has an entire division dedicated specifically to education business development. Data Projections has worked with school districts throughout the United States to ensure that the latest and most appropriate audio/visual projection equipment is available in elementary, middle and high school classroom settings. Data Projections recently took their interest in education one step further when they introduced the development of the T.R.E.K. (Technology Resources for Educators and Kids) Foundation.

Data Projections has 90 employees and seven sales offices in the cities of Austin, Boise, Dallas, Houston, Indianapolis, St. Louis and San Antonio.

Data Projections is an authorized dealer of visual communications equipment for a variety of leading manufacturers, including PictureTel, Philips, Barco, Sanyo, Toshiba, Panasonic, InFocus, and SMART Technologies. The company offers advanced products and accessories in the areas of video and data conferencing systems, LCD, DLP and CRT

projectors, interactive electronic whiteboards, color monitors, flat panel displays, digital cameras, remote control systems, audio equipment, and multimedia accessories.

Anixter, Inc.

Anixter is the world's leading global distributor of communication products, electrical and electronic wire and cable and a leading distributor of fasteners and other small components ("C" class inventory components) to original equipment manufacturers. The role of traditional distribution is expanded at Anixter through the constant expansion of product offerings, technical expertise, logistics and inventory services. The company leverages its one-of-a-kind global distribution network, electronic systems capabilities, world-class products and technical expertise to provide cost-effective solutions to its customers where, when and how they need them.

Anixter's revenues for 2002 were \$2.5 billion, with net income of \$43.5 million, or \$1.14 per diluted share. By effectively using its flexible operating platform, Anixter has shown the adaptability of its business model in varying market conditions. In the rapid growth years of the late 1990's through 2000 Anixter produced record levels of profits. As markets have contracted in the past couple of years Anixter has been able to rapidly reduce costs, sustain solid levels of profitability and generate significant positive cash flow through working capital reductions.

Following the recent acquisition of Pentacon, Anixter now serves more than 82,000 customers with an inventory nearly of \$500 million. The company offers these customers over 185,000 products (nearly 2,000 manufacturers) from 142 warehouses with approximately 4.4 million square feet of space. The company's nearly 5,000 employees conduct business on a global basis in 40 different countries, in over 30 different languages, in 31 different currencies.

Scope

Our proposal includes the following:

ACS & MSE have provided HISD's Network Equipment, Servers, Desktops, Printers and Peripherals for the last four years and hold the contracts to provide these services through July, 2004. ACS & MSE have a local staff of well over 100 employees familiar with all of HISD's locations, personnel, and infrastructure. ACS & MSE can provide networking equipment for the following:

- Cisco Routers, Switches, and Peripherals to include warranties, extended warranties, service and support offerings.
- HP Switches and Peripherals to include warranties, extended warranties, services and support offerings.
- HP Desktop computers, laptops computers, PC Tablets, and all associated.
- Peripherals with price break. See the paragraph below labeled HISD Standard.
- Larscom Equipment to include warranties, extended warranties, service and support offering.
- Alteon load balancing switches to include warranties, extended warranties, service and support offerings.
- Nokia Firewall appliance to include warranties, extended warranties, service and support offerings.
- Compaq/HP
 - Servers All associated HP Peripherals with price breaks See the paragraph below labeled HISD Standards.
 - Workstations All associated HP Peripherals with price breaks See the paragraph below labeled HISD Standards.
 - Laptops All associated HP Peripherals with price breaks See the paragraph below labeled HISD Standards.
 - Peripherals All associated HP Peripherals with price breaks See the paragraph below labeled HISD Standards.
- Dell
 - Servers All associated Dell peripherals to include warranties, extended warranties, service and support offerings.
 - Workstations All associated Dell peripherals to include warranties, extended warranties, service and support offerings
 - Laptops All associated Dell peripherals to include warranties, extended warranties, service and support offerings
 - Peripherals All associated Dell peripherals to include warranties, extended warranties, service and support offerings
- IBM
 - Servers All associated IBM Peripherals to include warranties, extended warranties, service and support offerings.

- Workstations All associated IBM Peripherals to include warranties, extended warranties, service and support offerings.
- Laptops All associated IBM Peripherals to include warranties, extended warranties, service and support offerings.
- Peripheral All associated IBM Peripherals to include warranties, extended warranties, service and support offerings.
- Printers
 - Hewlett Packard HP Printers to include warranties, extended warranties, service and support offerings.
 - Cannon to include warranties, extended warranties, services and support offerings.
 - Lexmark to include warranties, extended warranties, services and support offerings.
 - Xerox to include warranties, extended warranties, service and support offerings
 - Okidata to include warranties, extended warranties, service and support offerings
- Printer Consumables for all listed Manufactures
- Network Surveillance Equipment
- **Local staff of over 100 familiar with HISD locations, staff, and infrastructure.**
 - **10 Full Time LAN/WAN employees implementing HISD Technology plan.**

Questionnaire

Has the 2% administrative fee referred to in section 3.13 been included in the pricing of all items, and does the supplier agree to distribute the 2% fee to HISD after receipt of funds from sales made under this agreement? XX Yes No

**Houston Independent School District
Request for Proposal – Network Development of Servers, Desktop Computers,
Printers & Related Peripheral Devices
Project Number – 03-11-03**

ADDENDUM I Date: 11.03.2003

1. Appendix A Page 1 of 6, section titled: About the Schools and Libraries Division, last paragraph, change to read as follows:

The Universal Service Administrative Company (USAC) web site is:

www.universalservice.org Service Provider Identification Numbers (SPIN) may be obtained at this web site by completing Forms 498 and 473.

2. Appendix A page 6 of 6, Questionnaire, change to read as follows:

Has the 2% administrative fee referred to in section 3.13 been included in the pricing of all items, and does the supplier agree to distribute the 2% fee to HISD after receipt of funds from sales made under this agreement? x Yes No

ADDENDUM II Date: 11.03.2003

1. Delete Appendix B
2. Appendix A page 4 of 6, after network video surveillance equipment, add the following items:
 - Epson printers to include warranties, extended warranties, service and support offerings.
 - Video conferencing equipment to include the Polycom 4000 system, the EFX series or equivalent to include all warranties, the cost of extended warranties, service and support.
 - Tripp-lite UPS system or equivalent to include all warranties, the cost of extended warranties, service and support.

Price

Pricing for HISD's Network Development is attached.

Network Hardware & Workstations

Cisco Routers, Switches and Peripherals

Pricing for Cisco Routers, Switches, and peripherals are:

39% off List Price—E-Rate Direct

37% off List Price—Non E-Rate

Cisco List Prices will be provided or can be obtained electronically from the Cisco Web site.

Network Hardware & Workstations

HP Networking Products

All HP Networking Products: 38% off List

Additional Discounts on the following SKU's:

PART#	DESCRIPTION	YR 6 ERATE HISD PRICE
J4820A	HP Procurve Switch XL 10/100-TX Module	\$1,242.00
J4839A #ABA	HP Procurve Switch RPS	\$551.00
J4848A #ABA	HP Procurve Switch 5372XL	\$4,277.00
J4858A	HP Procurve Gigabit-SX-LC Mini-GBIC	\$297.00
J4878A	HP Procurve Switch XL Mini- GBIC Module	\$779.00